

PAN AM RAILWAYS
IRON HORSE PARK
NO. BILLERICA, MA 01862

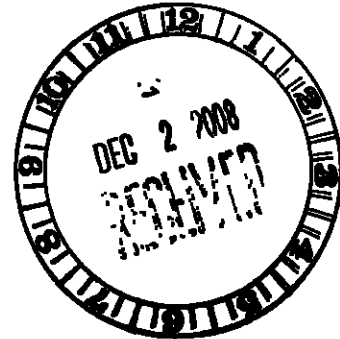
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November 26, 2008

Atty. Anne Quinlan, Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC. 20423-0001

**RE: Boston & Maine Corporation and Springfield Terminal Railway Company –
Abandonment and Discontinuance of Service – Over the Lowell Industrial
Track – Middlesex County, Massachusetts – Docket No. AB 32 (Sub No. 85X)
and Docket No. AB 355 (Sub No. 37X)**

**Reply Pursuant to 49 CFR 1152.29
(Prospective use of rights-of-way for interim trail use and rail banking)**

Dear Secretary Quinlan:

Please find enclosed reply on behalf of the applicants in the above-referenced matter pursuant to 49 CFR 1152.29(b) (2).

This reply is in response to a request by the Commonwealth of Massachusetts, Executive Office of Transportation and Public Works ("EOTPW") dated November 20, 2008 to the Surface Transportation Board to issue a Public Use Condition as well as a Certificate or Notice of Interim Trail Use rather than an outright abandonment authorization of a segment of right-of-way between Station 1304+77 and Station 1372+00 of the line of the railroad known as the Lowell Industrial Track in Lowell, Middlesex County, Massachusetts. The applicants do not intend to negotiate an agreement for above with the EOTPW.

In addition the applicants take exception to EOTPW request for public use condition pursuant to 49 CFR 1152.28. It is clear from the request that the prevalent public use of this segment of the right-of-way would be for recreational trail use. The EOTW specifically states that in their request and it is evident that they would have no other interest in any other public use. As indicated above the applicants do not intend to negotiate with the EOTPW for interim trail use, therefore, the applicants request that the Board do not impose a public use condition on the abandonment.

Ten (10) additional copies of this letter are enclosed for the Board's use and distribution.

By my signature below, I certify service upon EOPTW, Deputy Secretary, Thomas Cahir, Commonwealth of Massachusetts, Executive Office of Transportation and Public Works, Ten Park Plaza, Boston, MA. 02116-3969, by U.S. Mail, postage pre-paid, first class, this 26th day of November, 2008.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "Michael Q. Geary", is written over a horizontal line.

Michael Q. Geary
Attorney
Pan Am Railways
(978) 663-1029

cc: Thomas Cahir